

**MINUTES OF THE REGULAR MEETING OF THE CODE OF ETHICS COMMITTEE OF THE
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT**

St. Louis, Missouri
May 12, 2014

A regular meeting of the Code of Ethics Committee of the Metropolitan Zoological Park and Museum District was held in the District office, 7733 Forsyth Blvd., Suite 550 at 12:00 p.m. on Monday May 12, 2014. The primary purpose of the meeting was to discuss and evaluate the District's current Code of Ethics policy.

Tom Campbell, Chair called the meeting to order. Upon roll call, the following Committee members were present:

Thomas J. Campbell
Ben Uchitelle
Charles E. Valier

Others in attendance include: Gloria Wessels, ZMD Board Member; Sharon Wilcutt, District Employee; and Eric Miller, DVM, Vice President, Zoo Operations.

Tom Campbell called for public comments from citizens in attendance. There being no comments, the Chair then moved forward with the meeting agenda.

Tom Campbell explained the meeting will be limited to ninety minutes. He presented an outline for support and direction of the issues regarding the ZMD Code of Ethics. He further stated that the final draft is subject to review from the full board.

Ben Uchitelle suggested that the Code of Ethics Committee minutes be recorded as 'action item only' format. The Code of Ethics Committee minutes should reflect who was present; public comments and who spoke; what items were addressed and what action that was taken. A recording of the minutes is maintained.

Tom Campbell began the discussion, items that were address included:

1. Who is Covered:
 - a. ZMD Board Members
 - b. Executive Director
 - c. Staff
 - d. Family Members of Board, Executive Director and Staff
 - i. Family Members
 - e. Subdistrict Boards

2. Conflict of Interest:
 - a. Who does it apply to:
 - i. Entity
 - ii. Individual
 - iii. Director or Officer
 - b. What it is:
 - i. Business Opportunity
 - ii. Contract
 - iii. Pro Bono
 - iv. Contributions
 - c. Limits on Definition:
 - i. Monetary Thresholds

ii. Duration of Conflict

3. Disclosure:

- a. When:
 - i. Possible of Conflict
 - ii. Actual Conflict
- b. To Whom:
 - i. Disclosure Process

4. Remedy to Conflict of Interest:

- a. Disclosure
- b. Recuse
- c. Third Party Determination

Charlie Valier suggested contacting additional outside community resources. He recommended Michael Wolff, the former chief justice of the Missouri Supreme Court; and/or Alan Pratzel, the Disciplinary Counsel for the Supreme Court of Missouri suggesting one or all could be included in the discussion. It was suggested that the Executive Director contact potential sources.

Ben Uchitelle, Tom Campbell and Charlie Valier agreed and a consensus was reached with regards to the following matters:

- The revised Code of Ethics will apply to Board Members; staff of the ZMD; and family (to the 1st degree) at large and affiliated organizations (employment of Member, staff/employees and family) or significant ownership or stock ownership of all of the above listed parties;
- Affiliated ownership needs to be defined and cover any kind of business entity whether a partnership or a limited liability corporation;
- In addition, these affiliated organizations cannot do direct work for the ZMD or the five cultural institutions;
- Committee still needs to define 'direct work';
- Board Members and staff/employees of the ZMD will give annual disclosure and timely disclosure as promptly as possible of any knowledge of the appearance of a conflict;
- Following full disclosure – the Board Member with even a potential conflict, recuse him/herself from any matters relating to the conflict. Additional problems may be:
 - Length of time of contract;
 - Size of the contract; and
 - Patterns.
- Affiliated organizations may be defined as employment based, ownership and possibly Directorship or a Trustee of an organization;
- Questions were raised as how to handle Advisory Director.

Tom Campbell announced that the next meeting of the Code of Ethics Committee will be held on June 10, 2014 at the District office at 12:30 p.m.

There being no other business to come before the Code of Ethics Committee, Ben Uchitelle moved that the meeting be adjourned. Charles Valier seconded the motion. The meeting adjourned at 1:30 p.m.

Respectfully submitted,


Acting Secretary

NOTICE OF REGULAR MEETING
METROPOLITAN ZOOLOGICAL PARK AND MUSEUM DISTRICT

Code of Ethics Committee

Pursuant to Section 610.020 of the Revised Missouri Statutes, notice is hereby given that a Regular Meeting of the Compensation Committee of the Metropolitan Zoological Park and Museum District Board will be held as follows:

Date: May 12, 2014

Time: 12:00 P.M.

Place: 7733 Forsyth Boulevard
Suite 550
St. Louis, MO

Agenda:

1. Discussion of the ZMD Code of Ethics.

Further information may be obtained at the District Offices, 7733 Forsyth Blvd., Suite 550, Clayton, Missouri 63105, (314) 862-4222



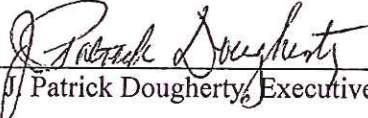
J. Patrick Dougherty, Executive Director

CERTIFICATE

I, J. Patrick Dougherty, do hereby certify that the attached Notice of the Regular Meeting of the Code of Ethics Committee was published in accordance with the provisions of Section 610.020 of the Revised Missouri Statutes, by posting said Notice at least twenty-four hours in advance of the date of said meeting in a prominent place easily accessible to the public at the Pierre Laclede Center building, 7733 Forsyth Boulevard, Clayton, Missouri, and by mailing/e-mailing a copy of said Notice by ordinary mail to:

- David Hunn
- Stephen Deere
- St. Louis Business Journal
- Riverfront Times
- Susan C. Thomson
- Mark Schlinkmann
- Betsey Bruce
- Patrick Brown
- Jeff Rainford
- Sable Campbell-Jones
- Pat Westhoff
- Nancy Fowler
- Eric Miller
- Erin M. Nolan
- Alex Heuer
- Diane Toroian Keaggy
- Deborah Peterson
- Elsie Glickert
- Charlene Prost
- Susan Hegger
- Martha Fitz
- Odester Saunders
- Tonya Sinkovits /John Butler
- Tom Curran
- Matthew Hathaway
- Rachel Lippmann
- St. Louis Public Radio
- Barb Boyle
- Bert Vescolani
- Wyndell Hill

Signed this 12th day of May 2014



J. Patrick Dougherty, Executive Director